

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
CORE SCIENTIFIC, INC., et al.,	§	Case No. 22-90341 (CML)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**THIRD SUPPLEMENTAL
DECLARATION OF RAY C. SCHROCK IN
SUPPORT OF APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES LLP
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

I, Ray C. Schrock, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I submit this declaration (the “**Third Supplemental Declaration**”) as a supplement to my declaration dated January 15, 2023 (the “**Initial Declaration**”) in support of the *Application of Debtors for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date* (Docket No. 286) (the “**Application**”), the *First Supplemental Declaration of Ray C. Schrock in Support of Application of Debtors for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date* (Docket No. 709) (the “**First Supplemental Declaration**”), dated March 20, 2023, and the *Second Supplemental Declaration of Ray C. Schrock in Support of Application of Debtors for*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions VII LLC (3198). The Debtors’ corporate headquarters is 210 Barton Springs Road, Suite 300, Austin, Texas 78704. The Debtors’ service address is 2407 S. Congress Ave, Suite E-101, Austin, Texas 78704.

Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors Effective as of Petition Date (Docket No. 1145) (the “**Second Supplemental Declaration**”), dated August 14, 2023.² On February 8, 2023, the Court entered an order approving the Application (Docket No. 504) (the “**Retention Order**”).

2. This Third Supplemental Declaration has been prepared in accordance with paragraph 16 of the Initial Declaration, which provides that if any new material, relevant facts, or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

Supplemental Disclosure

3. Since entry of the Retention Order, Weil has conducted additional searches within its client database, in accordance with the “Firm Disclosure Procedures” described in the Initial Declaration. Based on the aforementioned searches and information, Weil discloses the relationship in **Exhibit A** attached hereto (the “**Disclosure Schedule**”).

4. Weil previously has represented, currently represents, and may represent in the future the entity described in Exhibit A (or its affiliates) in matters unrelated to the Debtors’ chapter 11 cases. Weil has not represented, does not represent, and will not represent such entity in matters directly related to the Debtors or these chapter 11 cases.

5. To the best of my knowledge and information, all of the work performed for the matched entity is on matters unrelated to these chapter 11 cases, and the annual fees for the

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application or the Initial Declaration, as applicable.

last twelve months paid to Weil by the entity listed on the Disclosure Schedule did not exceed 1% of Weil's annual gross revenue for each of the past two years.

6. On October 14, 2023, United States Bankruptcy Judge Christopher M. Lopez was appointed to oversee these chapter 11 cases, replacing United States Bankruptcy Judge David R. Jones. As previously disclosed in the Initial Declaration, Judge Lopez was employed by and counsel to Weil prior to his appointment on August 14, 2019 to the United States Bankruptcy Court for the Southern District of Texas.

7. As stated in the Initial Declaration, the First Supplemental Declaration, and the Second Supplemental Declaration, based on the conflicts searches conducted to date and described in the Initial Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, and herein, to the best of my knowledge and insofar as I have been able to ascertain, Weil does not hold or represent any interest adverse to the Debtors' estates in the matters upon which Weil has been and is to be employed by the Debtors, and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code and modified by section 1107(b) of the Bankruptcy Code.

8. From time to time (a) relatives of Weil attorneys or employees or (b) other persons with whom Weil attorneys have had or currently have a personal relationship may work or may have worked at other law firms, financial advisory firms, investment banks, service providers, or with other parties-in-interest, in each case, involved in these chapter 11 cases. No direct or indirect financial relationship related to these chapter 11 cases exists between such persons and Weil, and the fact that such persons may or may not be involved in these chapter 11 cases does not affect Weil's disinterestedness.

9. Weil will continue to review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. To the extent any information disclosed herein requires amendment or modification upon Weil's completion of further review or as additional material, relevant facts or relationships become available, Weil will file a further supplemental declaration stating such amended or modified information.

10. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: November 16, 2023
New York, New York

/s/ Ray C. Schrock
Ray C. Schrock

Exhibit A

Third Supplement Disclosure Schedule

Matched Entity	Relationship to Debtors	Relationship to Weil
Digital Realty	Utility Providers/Utility Brokers	Current Client